

Exhibit D



Notice of Service of Process

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Transmittal Number: 19734583
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Primary Contact: Legal Department
UBS Financial Services
1000 Harbor Blvd
8th Floor
Weehawken, NJ 07086

Electronic copy provided to: Jezebel Diaz
Michelle Santos
Wadette Rogers
Jacqueline Astete
Maria Chacon
John Galbo

Entity:	UBS Financial Services Inc. Entity ID Number 1707190
Entity Served:	UBS Financial Services Inc.
Title of Action:	In Re: The Financial Oversight and Management Board for Puerto Rico, as Representative of The Commonwealth of Puerto Rico
Document(s) Type:	Motion
Nature of Action:	Bankruptcy
Court/Agency:	U.S. District Court, PR
Case/Reference No:	17-BK-3283 (LTS)
Jurisdiction Served:	New York
Date Served on CSC:	04/29/2019
Answer or Appearance Due:	Other/NA
Originally Served On:	CSC
How Served:	Regular Mail
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SRF 32480

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

----- X
In re: :
THE FINANCIAL OVERSIGHT AND : PROMESA
MANAGEMENT BOARD FOR PUERTO RICO, : Title III
as representative of : Case No. 17-BK-3283 (LTS)
THE COMMONWEALTH OF PUERTO RICO *et al.*, : (Jointly Administered)
Debtors.¹ :
----- X

**INFORMATIVE MOTION OF THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO, ACTING BY AND THROUGH
ITS SPECIAL CLAIMS COMMITTEE, REGARDING FURTHER ORDER PURSUANT
TO BANKRUPTCY RULES 1007(i) AND 2004 AUTHORIZING DISCOVERY AND
COMPELLING DISCLOSURE OF LISTS OF SECURITY HOLDERS**

To the Honorable United States District Court Judge Laura Taylor Swain:

The Financial Oversight and Management Board for the Commonwealth of Puerto Rico (the “Oversight Board”), acting through its Special Claims Committee (the “Special Claims Committee”), hereby submits this informative motion (the “Motion”) pursuant to the *Order Pursuant to Bankruptcy Rules 1007(i) and 2004 Authorizing Discovery and Compelling Disclosure of Lists of Security Holders* [ECF No. 6384] (the “First Order”), entered by the Court in response to the *Urgent Motion of the Financial Oversight and Management Board of Puerto*

¹ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780 (LTS)) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Rico for Entry of an Order Under Bankruptcy Rules 1007(i) and 2004 Authorizing Discovery and Compelling Disclosure of Lists of Security Holders dated April 8, 2019 [ECF No. 6143] (the “Motion to Compel”).²

I. Supplemented Appendix and Effectiveness of First Order.

1. In the Motion to Compel, the Oversight Board described its process to identify certain Participant Holders of Challenged Bonds.³

2. The Oversight Board requested that the Court authorize it to issue the Document Request, as attached thereto, to the list of Participant Holders identified at Appendix 2 to Exhibit B to the Motion to Compel (“Appendix 2”), as such appendix might be supplemented or amended upon receipt of information pursuant to the Oversight Board’s search process.

3. With the First Order, the Court granted the Oversight Board’s request as to Participant Holders identified in Appendix 2 “as such appendix may be supplemented upon receipt of information” sufficient for the Oversight Board to identify Participant Holders of the Challenged Bonds. First Order, p. 9, para. 2.

4. The Special Claims Committee has completed the process of identifying Participant Holders of Challenged GO Bonds as described in the Motion to Compel and has accordingly supplemented Appendix 2 and served the First Order on all Participant Holders named therein. ECF No. 6465 (certificate of service). The supplemented Appendix 2 is attached hereto as Exhibit A.

5. By its terms, the First Order is effective as to the Participant Holders identified at Exhibit A hereto.

² Except as otherwise stated herein, the Oversight Board shall be considered to be acting through its Special Claims Committee for purposes of this Motion to Compel.

³ Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion to Compel.

II. Conclusion of Discovery Conference.

6. The First Order provides that the “parties shall meet and confer regarding the creation of an appropriate confidentiality agreement...[and] shall submit such proposal, or competing proposals to the Court, on or before April 23, 2019.”

7. In accordance with the First Order, the Oversight Board met and conferred with as many Participant Holders as possible prior to the filing hereof, including each of the parties that previously objected to the Motion to Compel.⁴

8. Pursuant to these conferences and the terms of the First Order, the Oversight Board hereby proposes that the Court issue a second order in the form attached hereto at Exhibit B (the “Proposed Second Order”), providing for, among other things, redaction of sensitive information.

9. The Oversight Board understands that U.S. Bank, The Bank of New York Mellon, Bank of America, Goldman Sachs Bank and JPMorgan Chase Bank have each consented to the entry of the Proposed Second Order.

10. The Oversight Board believes this complies with the Court’s enjoinder in the First Order that “sealing should be proposed only in very limited circumstances, if at all. Not only does sealing keep information from the public, but it imposes an incredible administrative burden on the Court.” First Order, p. 7, para. 2.

11. In sum, the Proposed Second Order would require the Oversight Board to file its complaints in redacted form using pseudonyms to identify defendants, and submit a single “key” document to the Court under seal, matching all pseudonymous defendants to identifying information. The Proposed Second Order, absent further motion as permitted by the First Order,

⁴ The Oversight Board was represented in such conference by both the undersigned counsel to the Special Claims Committee and Proskauer Rose LLP as counsel to the Oversight Board.

would be effective only for twenty-one (21) days, after which time no further redaction or filing under seal would be required. Given that the Oversight Board hopes to stay the Challenged Bonds Avoidance Actions after filing, so as to litigate the underlying issue of the validity of the Challenged Bonds, the Oversight Board believes this limited restriction on disclosure of Confidential Information would not be overly burdensome upon the producing parties, defendants, the Oversight Board, or the Court.

12. Accordingly, the Oversight Board requests that the Court enter the Proposed Second Order in recognition of the agreement of the parties as to the terms thereof.

13. The Oversight Board additionally notes that, as of the filing hereof, the Court has not ruled on the Equitable Tolling Motion. Should such motion be granted, depending on the terms of any order granting it, the Oversight Board may consider consenting to relaxation of production deadlines as well as further relief regarding confidentiality restrictions.

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CONCLUSION

WHEREFORE, attached hereto as Exhibit A is a supplemented Appendix 2; and attached hereto as Exhibit B, for the Court's consideration, is a proposed modification to the First Order to function as a confidentiality agreement in conformation therewith.

Dated: April 23, 2019

/s/ Edward S. Weisfelner
BROWN RUDNICK LLP
Edward S. Weisfelner, Esq. (*Pro Hac Vice*)
Angela M. Papalaskaris, Esq. (*Pro Hac Vice*)
Seven Times Square
New York, NY 10036
Tel: (212) 209-4800
eweisfelner@brownrudnick.com
apapalaskaris@brownrudnick.com

Stephen A. Best, Esq. (*Pro Hac Vice*)
601 Thirteenth Street NW, Suite 600
Washington, D.C. 20005
Tel: (202) 536-1700
sbest@brownrudnick.com

Sunni P. Beville, Esq. (*Pro Hac Vice*)
One Financial Center
Boston, MA 02111
Tel: (617) 856-8200
sbeville@brownrudnick.com

*Counsel to the Financial Oversight and Management
Board, acting through the Special Claims Committee
and*

/s/ Kenneth C. Suria
ESTRELLA, LLC
Alberto Estrella (USDC-PR 209804)
Kenneth C. Suria (USDC-PR 213302)
P. O. Box 9023596
San Juan, Puerto Rico 00902-3596
Tel.: (787) 977-5050
Fax: (787) 977-5090

*Local Counsel to the Financial Oversight and Management
Board, acting through the Special Claims Committee*

EXHIBIT A

Name and Address
AMERICAN ENTERPRISE INVESTMENT SERVICES INC. c/o CT Corporation System Inc. 1010 Dale St. N St. Paul, MN 55117-5603
APEX CLEARING CORPORATION c/o National Registered Agents, Inc. 28 Liberty Street New York, NY 10005
BANK OF AMERICA NA/CLIENT ASSETS c/o Winston & Strawn LLP Attn: Jennifer L. Malin, Esq. 200 Park Avenue New York, NY 10166
BANK OF AMERICA, NA/GWIM TRUST OPERATIONS c/o Winston & Strawn LLP Attn: Jennifer L. Malin, Esq. 200 Park Avenue New York, NY 10166
BARCLAYS CAP / FIXED c/o CT Corporation System 28 Liberty Street New York, NY 10005
BARCLAYS CAP / LONDON c/o CT Corporation System 28 Liberty Street New York, NY 10005
BARCLAYS CAPITAL INC./LE c/o CT Corporation System 28 Liberty Street New York, NY 10005
BB&T SECURITIES, LLC c/o CT Corporation System 28 Liberty Street New York, NY 10005
BMO HARRIS BANK NA/TRUST 99 W. WASHINGTON STREET Chicago, IL 60602 ATTN: LEGAL DEPT.

BNP PARIBAS SECURITIES CORP./PRIME BROKERAGE c/o CT Corporation System 28 Liberty Street New York, NY 10005
BNP PARIBAS, NEW YORK BRANCH/BNP PARIBAS PRIME BROKERAGE CUSTODIAN c/o CT Corporation System 28 Liberty Street New York, NY 10005
BNP PARIBAS, NEW YORK BRANCH/BNP PARIBAS PRIME BROKERAGE INTERNATIONAL c/o CT Corporation System 28 Liberty Street New York, NY 10005
BNP PARIBAS, NEW YORK BRANCH/CUSTODY/CLIENT ASSETS c/o CT Corporation System 28 Liberty Street New York, NY 10005
BNY MELLON / .POP SEC c/o Reed Smith LLP Attn: Eric A. Schaffer, Esq. 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
BNY MELLON/NOMURA INT'L PLC REPO c/o Reed Smith LLP Attn: Eric A. Schaffer 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
BNYMELLON/RE DBTC AMERICAS/DEUTSCHE BK LONDON PRIME SEG 15/00 c/o Reed Smith LLP Attn: Eric A. Schaffer, Esq. 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
BNYMELLON/RE MIDCAP SPDRSc/o c/o Reed Smith LLP Attn: Eric A. Schaffer, Esq. 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222

BNYMELLON/RE OZ OMNIBUS DTC ACCOUNT c/o Reed Smith LLP Attn: Eric A. Schaffer, Esq. 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
BNYMELLON/RE THE PRUDENTIAL INVESTMENT c/o Reed Smith LLP Attn: Eric A. Schaffer, Esq. 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
BNYMELLON/WEALTH MANAGEMENT c/o Reed Smith LLP Attn: Eric A. Schaffer, Esq. 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
BRANCH BANKING AND TRUST COMPANY c/o CT Corporation System 28 Liberty Street New York, NY 10005
BROWN BROTHERS HARRIMAN & CO. Attn: Office of Gen. Counsel 140 Broadway New York, NY 10005
C.L. KING & ASSOCIATES, INC. 9 Elk Street Albany, NY 12207-1002 Attn: Legal Dept.
CANTOR FITZGERALD & CO. / CANTOR CLEARING SERVICES 499 Park Avenue New York, NY 10022 Attn: Legal Dept.
CANTOR FITZGERALD & CO. / CANTOR CLEARING SERVICES 499 Park Avenue New York, NY 10022 Attn: Legal Dept.
CETERA INVESTMENT SERVICES LLC c/o Corporation Service Company 80 State Street Albany, NY 12207

CHARLES SCHWAB & CO., INC. c/o CT Corporation System 28 Liberty Street New York, NY 10005
CITIBANK, N.A. 701 East 60th Street North Sioux Falls, SD 57104 Attn: Legal Dept.
CITIBANK, N.A. 701 East 60th Street North Sioux Falls, SD 57104 Attn: Legal Dept.
CITIBANK, N.A. 701 East 60th Street North Sioux Falls, SD 57104 Attn: Legal Dept.
CITIBANK/THE CITIGROUP PRIVATE BANK/TRUST 111 Huntington Ave. Boston, MA 02199 Attn: Legal Dept.
CITIGROUP GLOBAL MARKETS INC. 388 Greenwich Street New York, NY 10013 Attn: Legal Dept.
CITIGROUP GLOBAL MARKETS INC./SALOMON BROTHERS c/o Citigroup Global Markets Inc. 388 Greenwich Street New York, NY 10013 Attn: Legal Dept.
CITIGROUP GLOBAL MARKETS, INC./CORRESPONDENT CLEARING c/o Citigroup Global Markets Inc. 388 Greenwich Street New York, NY 10013 Attn: Legal Dept.
CITY NATIONAL BANK City National Plaza 555 South Flower Street Los Angeles, CA 90071 Attn: Legal Dept.

COMERICA BANK c/o Corporate Creations Network Inc. 15 North Mill Street Nyack, NY 10960
COMMERCE BANK c/o Stephen C. Funk, Resident Agent 100 N. Main El Dorado, KS 67042
COMPASS BANK/TRUST DIVISION c/o CT Corporation System 28 Liberty Street New York, NY 10005
COR CLEARING LLC c/o CT Corporation System 28 Liberty Street New York, NY 10005
CREDIT SUISSE SECURITIES (USA) LLC c/o Corporation Service Company 80 State Street Albany, NY 12207-2543
CREWS AND ASSOCIATES, INC. c/o CT Corporation System 100 Cummings Circle, Suite 427A Beverly, MA 01915
CROWELL WEEDON & CO c/o National Registered Agents, Inc. 155 Federal Street, Suite 700 Boston, MA 02110
D LERNER ASSOCIATES c/o David Lerner Associates, Inc. 477 Jericho Turnpike Syosset, NY 11791-9006 Attn: Legal Dept.
D. A. DAVIDSON & CO. c/o CT Corporation System 28 Liberty Street New York, NY 10005
DAVENPORT & COMPANY LLC One James Center 901 East Cary Street, Suite 1100 Richmond, VA 23219 Attn: Legal Dept.

DEUTSCHE BANK SECURITIES INC. c/o CT Corporation System 28 Liberty Street New York, NY 10005
E*TRADE SECURITIES LLC c/o Corporation Service Company 80 State Street Albany, NY 12207-2543
EDWARD D. JONES & CO. c/o CT Corporation System 28 Liberty Street New York, NY 10005
FEDERAL HOME LOAN MORTGAGE CORPORATION 8200 Jones Branch Dr. McLean, VA 22102 Attn: Legal Dept.
FIDUCIARY SSB c/o State Street Bank & Trust Company Attn: Legal Dept. 1 Lincoln Street, FL 1 Boston, MA 02111
FIFTH THIRD BANK c/o Corporation Service Company 80 State Street Albany, NY 12207-2543
FIRST SOUTHWEST COMPANY c/o Don Campbell, Registered Agent 325 North Saint Paul Street, Suite 800 Dallas, TX 75201
GEORGE K. BAUM & COMPANY c/o National Registered Agents, Inc. 28 Liberty Street New York, NY 10005
GOLDMAN SACHS & CO. LLC c/o McDermott Will & Emery LLP Attn: William P. Smith, Esq. 444 West Lake Street, Suite 400 Chicago, IL 60606
GOLDMAN SACHS BANK USA c/o McDermott Will & Emery LLP Attn: William P. Smith, Esq. 444 West Lake Street, Suite 4000 Chicago, IL 60606

GOLDMAN SACHS BANK USA/#2 c/o McDermott Will & Emery LLP Attn: William P. Smith, Esq. 444 West Lake Street, Suite 4000 Chicago, IL 60606
GOLDMAN SACHS EXECUT c/o McDermott Will & Emery LLP Attn: William P. Smith, Esq. 444 West Lake Street, Suite 4000 Chicago, IL 60606
HILLIARD, LYONS LLC 500 West Jefferson Street, Suite 700 Louisville, KY 40202 Attn: Legal Dept.
HILLTOP SECURITIES INC. c/o CT Corporation System 28 Liberty Street New York, NY 10005
INTERACTIVE BROKERS RETAIL EQUITY CLEARING c/o Interactive Brokers One Pickwick Plaza Greenwich, CT 06830 Attn: Legal Dept.
INTL FCSTONE FINANCIAL INC. c/o Corporate Creations Network Inc. 15 North Mill Street Nyack, NY 10960
J.P. MORGAN SECURITIES LLC c/o CT Corporation System 28 Liberty Street New York, NY 10005
J.P. MORGAN SECURITIES LLC/JPMC AKA OR FKA J.P. MORGAN CLEARING c/o CT Corporation System 28 Liberty Street New York, NY 10005
JANNEY MONTGOMERY SCOTT LLC c/o CT Corporation System 28 Liberty Street New York, NY 10005
JEFFERIES LLC c/o CT Corporation System 28 Liberty Street New York, NY 10005

JPMORGAN CHASE BANK, N.A./CUSTODIAL TRUST COMPANY c/o Simpson Thacher & Bartlett LLP Attn: David Elbaum, Esq. 425 Lexington Avenue New York, NY 10017
JPMORGAN CHASE BANK, NATIONAL ASSOCIATION c/o Simpson Thacher & Bartlett LLP Attn: David Elbaum, Esq. 425 Lexington Avenue New York, NY 10017
JPMORGAN CHASE BANK/CORRESPONDENCE CLEARING SERVICES 2 c/o Simpson Thacher & Bartlett LLP Attn: David Elbaum, Esq. 425 Lexington Avenue New York, NY 10017
KEYBANC CAP MKTS INC. c/o Corporation Service Company 80 State Street Albany, NY 12207-2543
KEYBANK NATIONAL ASSOCIATION Attn: Legal Department 127 Public Square Cleveland, OH 44114
LAZARD CAP MKTS LLC c/o Lazard 4 Embarcadero Center, 24th Floor San Francisco, CA 94111 Attn: Legal Dept.
LPL FINANCIAL CORPORATION c/o Stephanie L. Brown 155 Federal Street, 14th Floor Boston, MA 02110
Manufacturers and Traders Trust Company Attn: Legal Dept. One M and T Plaza Buffalo, NY 14203
MERRILL LYNCH PIERCE FENNER & SMITH/FIXED INCOME c/o CT Corporation System 28 Liberty Street New York, NY 10005

MERRILL LYNCH, PIERCE FENNER & SMITH SAFEKEEPING c/o CT Corporation System 28 Liberty Street New York, NY 10005
MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED c/o CT Corporation System 28 Liberty Street New York, NY 10005
MESIROW FINANCIAL c/o Corporation Service Company 80 State Street Albany, NY 12207-2543
MITSUBISHI UFJ TRUST & BANKING CORPORATION, NEW YORK BRANCH 420 Fifth Avenue, 6th Floor New York, NY 10018 Attn: Legal Dept.
MORGAN KEEGAN & CO Morgan Keegan Tower 50 North Front Street Memphis, TN 38103 Attn: Legal Dept.
MORGAN STANLEY & CO. LLC c/o CT Corporation System 28 Liberty Street New York, NY 10005
MORGAN STANLEY SMITH BARNEY LLC c/o CT Corporation System 28 Liberty Street New York, NY 10005
NATIONAL FINANCIAL SERVICES LLC c/o CT Corporation System 28 Liberty Street New York, NY 10005
NORTHERN TRUST COMPANY/FUTURE FUND ACCOUNTS Attn: Legal Dept. 50 South LaSalle Street Chicago, IL 60603

OPPENHEIMER & CO. INC. c/o Corporation Service Company 80 State Street Albany, NY 12207-2543
OPTIONSXPRESS, INC. 150 South Wacker, 12th Floor Chicago, IL 60606 Attn: Legal Dept.
PERSHING LLC c/o Corporation Service Company 80 State Street Albany, NY 12207-2543
PIPER JAFFREY & CO 800 Nicollet Mall, Suite 1000 Minneapolis, MN 55402-7020 Attn: Legal Dept.
PNC BANK, NATIONAL ASSOCIATION Attn: Legal Dept. 222 Delaware Avenue Wilmington, DE 19899
RAYMOND JAMES & ASSOCIATES, INC. c/o CT Corporation System 1200 South Pine Island Road Plantation, FL 33324
RAYMOND JAMES & ASSOCIATES, INC/FI c/o CT Corporation System 1200 South Pine Island Road Plantation, FL 33324
RBC CAPITAL MARKETS, LLC c/o Corporate Service Company 80 State Street Albany, NY 12207-2543
RBC DOMINION SECURITIES INC./CDS** c/o CT Corporation System 155 Federal Street, Suite 700 Boston, MA 02110
REGIONS BANK Attn: Legal Dept. 1900 Fifth Avenue North Birmingham, AL 35203

RELIANCE TRUST COMPANY 1100 Abernathy Road North East Suite 400 Atlanta, GA 30328 Attn: Legal Dept.
RELIANCE TRUST COMPANY/SWMS1 1100 Abernathy Road North East Suite 400 Atlanta, GA 30328 Attn: Legal Dept.
RELIANCE TRUST COMPANY/SWMS2 1100 Abernathy Road North East Suite 400 Atlanta, GA 30328 Attn: Legal Dept.
ROBERT W. BAIRD & CO. INCORPORATED c/o Corporation Service Company 80 State Street Albany, NY 12207-2543
ROOSEVELT & CROSS Attn: Thomas Vigorito One Exchange Place 55 Broadway, 22nd Floor New York, NY 10006
SANFORD C. BERNSTEIN & CO., LLC c/o CT Corporation System 28 Liberty Street New York, NY 10005
SCOTTRADE, INC. c/o Incorporating Services, LTD. 3500 South Dupont Highway Dover, Delaware 19901
SEI PRIVATE TRUST COMPANY Attn: Legal Dept. 1 Freedom Valley Drive Oaks, PA 19456
SEI PRIVATE TRUST COMPANY/C/O GWP Attn: Legal Dept. 1 Freedom Valley Drive Oaks, PA 19456

SSB - BLACKROCK INSTITUTIONAL TRUST c/o State Street Bank & Trust Company Attn: Legal Dept. 1 Lincoln Street, FL 1 Boston, MA 02111
SSB - TRUST CUSTODY c/o State Street Bank & Trust Company Attn: Legal Dept. 1 Lincoln Street, FL 1 Boston, MA 02111
SSB&T CO/CLIENT CUSTODY SERVICES c/o State Street Bank & Trust Company Attn: Legal Dept. 1 Lincoln Street, FL 1 Boston, MA 02111
STATE STREET BANK & TRUST/STATE STREET TOTALET Attn: Legal Dept. 1 Lincoln Street, FL 1 Boston, MA 02111
STATE STREET BANK AND TRUST COMPANY Attn: Legal Dept. 1 Lincoln Street, FL 1 Boston, MA 02111
STEPHENS INC. c/o CT Corporation System 155 Federal Street, Suite 700 Boston, MA 02110
STIFEL, NICOLAUS & COMPANY, INCORPORATED c/o CT Corporation System 28 Liberty Street New York, NY 10005
STOCKCROSS FINANCIAL SERVICES, INC. Attn: Legal Dept. 77 Summer Street Boston, MA 02110
STOEVEER GLASS & CO. 30 Wall Street, New York, NY 10005 Attn: Legal Dept.
SWENEY CARTWRIGHT CO 17 South High Street, Suite 300 Columbus, OH 43215 Attn: Legal Dept.

TD AMERITRADE CLEARING, INC. C/O TD Ameritrade 200 South 108th Avenue Omaha, NE 68154 Attn: Legal Dept.
TD PRIME SERVICES LLC c/o Corporation Service Company 80 State Street Albany, NY 12207-2543
THE BANK OF NEW YORK MELLON c/o Reed Smith LLP Attn: Eric A. Schaffer 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
THE BANK OF NEW YORK MELLON/FMSBONDS, INC. c/o Reed Smith LLP Attn: Eric A. Schaffer 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
THE BANK OF NEW YORK MELLON/MELLON TRUST OF NEW ENGLAND, NATIONAL ASSOCIATION c/o Reed Smith LLP Attn: Eric A. Schaffer 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
THE BANK OF NEW YORK MELLON/NOMURA BANK INT'L PLC c/o Reed Smith LLP Attn: Eric A. Schaffer 225 Fifth Avenue, Suite 1200 Pittsburgh, PA 15222
THE BANK OF NOVA SCOTIA/CLIENT A Banque Scotia 40 King St. West Scotia Plaza Toronto, ON M5H 1H1 Canada Attn: Legal Dept.
THE HUNTINGTON NATIONAL BANK 17 South High Street Columbus, OH 43216 Attn: Legal Dept.

THE NORTHERN TRUST COMPANY Attn: Legal Dept. 50 South LaSalle Street Chicago, IL 60603
U.S. BANCORP INVESTMENTS, INC. Attn: Kenneth S. Cameraneski 60 Livingston Ave EP-MN-WN3C St. Paul, MN 55107
U.S. BANK N.A. c/o Hogan Lovells US LLP Attn: Robin E. Keller, Esq. 875 Third Avenue New York, NY 10022
U.S. BANK N.A./CP c/o Hogan Lovells US LLP Attn: Robin E. Keller, Esq. 875 Third Avenue New York, NY 10022
UBS FINANCIAL SERVICES INC. c/o Corporation Services Company 80 State Street Albany, NY 12207
UMB Bank, National Association Attn: Legal Dept. 1010 Grand Boulevard Kansas City, MO 64106
USAA INVEST MGMT CO c/o Corporation Service Company 84 State Street Boston, MA 02109
USAA INVEST MGMT CO c/o Corporation Service Company 84 State Street Boston, MA 02109
VISION FINANCIAL MARKETS LLC Attn: Legal Dept. 120 Long Ridge Road 3 North Stamford, CT 06902

WEDBUSH SECURITIES INC. Attn: President 610 Newport Centre Drive Suite 1300 Newport Beach, CA 92660
WELLS FARGO / SAFEKEEP Attn: Legal Dept. 101 N. Phillips Avenue Sioux Falls, SD 57104
WELLS FARGO BANK, N.A./SIG Attn: Legal Dept. 101 N. Phillips Avenue Sioux Falls, SD 57104
WELLS FARGO BANK, NATIONAL ASSOCIATION Attn: Legal Dept. 101 N. Phillips Avenue Sioux Falls, SD 57104
WELLS FARGO CLEARING SERVICES LLC AKA OR FKA FIRST CLEARING LLC c/o Corporation Services Company 80 State Street Albany, NY 12207
WELLS FARGO SECURITIES, LLC c/o Corporation Services Company 80 State Street Albany, NY 12207
WESBANCO BANK, INC. Attn: Legal Dept. One Bank Plaza Wheeling, WV 26003
WILLIAM BLAIR & COMPANY, L.L.C. c/o CT Corporation System 28 Liberty Street New York, NY 10005

EXHIBIT B

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

	X	
	:	
In re:	:	
	:	
THE FINANCIAL OVERSIGHT AND	:	PROMESA
MANAGEMENT BOARD FOR PUERTO RICO,	:	Title III
	:	
as representative of	:	Case No. 17-BK-3283 (LTS)
	:	
THE COMMONWEALTH OF PUERTO RICO <i>et al.</i> ,	:	(Jointly Administered)
	:	
Debtors. ¹	:	
	X	

**FURTHER ORDER PURSUANT TO BANKRUPTCY
RULES 1007(i) AND 2004 AUTHORIZING DISCOVERY AND
COMPELLING DISCLOSURE OF LISTS OF SECURITY HOLDERS**

Upon further consideration of the *Urgent Motion of the Financial Oversight and Management Board of Puerto Rico for Entry of an Order Under Bankruptcy Rules 1007(i) and 2004 Authorizing Discovery and Compelling Disclosure of Lists of Security Holders* dated April 8, 2019 [ECF No. 6143] (the “Urgent Motion”)² and the *Order Pursuant to Bankruptcy Rules 1007(i) and 2004 Authorizing Discovery and Compelling Disclosure of Lists of Security Holders* [ECF No. 6384] (the “First Order”), and the exhibits attached thereto, the Court hereby FINDS AND DETERMINES that (i) the Court has jurisdiction to consider the Urgent Motion and the

¹ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780 (LTS)) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² Capitalized terms not defined in this Order shall have the meanings ascribed to them in the Motion.

relief requested therein pursuant to section 310 of PROMESA; (ii) venue is proper before this Court pursuant to section 307(a) of PROMESA; (iii) due and proper notice of this Urgent Motion and First Order has been provided under the particular circumstances and no other or further notice need be provided; (iv) based on the statements and arguments made in the Urgent Motion, the Court has found that disclosure pursuant to Rule 1007(i) and examination under Rule 2004 of the Federal Rules of Bankruptcy Procedure is appropriate; and (v) the parties referred to in the First Order have met and conferred regarding the creation of an appropriate confidentiality restriction as reflected herein, and have submitted the proposal reflected below, in compliance with the First Order and in agreement as to the provisions thereof. Accordingly, it is hereby **ORDERED** that:

1. The Urgent Motion is further granted as provided herein.
2. To the extent any federal, state or foreign law or other legal authority governing the disclosure or use of confidential information, including personal data or non-public personal financial information, permits disclosure of such information pursuant to an order of a court, this order shall constitute such an order.
3. The Oversight Board shall not disclose any Confidential Information³ to any person for any purpose, except as provided below:
 - a. The Oversight Board may disclose any Confidential Information to (a) the UCC and/or any trustee appointed pursuant to 11 U.S.C. § 926, and (b) each such party's representatives, professionals, and members, provided that the foregoing restrictions shall apply to all such parties and persons (each in such capacity, a "Receiving Party");
 - b. The Receiving Party may disclose the identity of any person or entity who is a defendant to a Challenged Bonds Avoidance Action, together with such person's or entity's address, the date of receipt of any transfers

³ "Confidential Information" constitutes or contains nonpublic proprietary or confidential technical, business, financial, personal, or other information of a nature that can be protected under Rule 26(c) of the Federal Rules of Civil Procedure and Rule 7026 or 9018 of the Federal Rules of Bankruptcy Procedure, or is subject by law or by contract to a legally protected right of privacy. For the avoidance of doubt, Confidential Information includes customer/consumer names and addresses, account numbers, and identification of securities held in the accounts. The term "Confidential Information," however, shall not include information within the public domain that is furnished by any provider of information ("Provider") to a third party who is under no obligation to keep the information confidential.

alleged to be avoidable, the amounts of any such transfers individually and in the aggregate, and the Challenged Bond CUSIP numbers corresponding to any such transfers, in any document necessary to file, serve, and prosecute the Challenged Bonds Avoidance Actions. Notwithstanding the foregoing, in accordance with Local Rule 5.2 of the District of Puerto Rico, the Receiving Party shall, to the extent it seeks to disclose Confidential Information in any pleading, motion, objection, or other public document pursuant to this paragraph, redact all (1) social security or employer identification numbers of individuals or entities, (2) names of any individuals known by the Receiving Party to be minor children as of the date of disclosure; (3) dates of birth of individuals, (4) financial account numbers, and (5) home or business addresses, other than such individuals' or entities' city and state of residence, provided, however, that in any Challenged Bond Avoidance Action not involving an individual known by the Receiving Party to be a minor child at the time of disclosure, the Receiving Party shall file any initial pleading and case commencement materials using a pseudonym name for the defendant, and file with the Court under seal a "key" list matching pseudonyms to actual names, and provided further that the obligation to utilize a pseudonym as provided herein extends only to the initial pleading and case commencement materials and shall terminate twenty-one (21) days after the Receiving Party provides such defendant, at the time of service, with reasonable notice and an opportunity to object to the use of its Confidential Information. For the avoidance of doubt, (a) the Receiving Party may file under seal a single "key" matching pseudonyms to actual names of all defendants to all Challenged Bond Avoidance Actions commenced by such Receiving Party; (b) notice and opportunity for such defendants to object to use of Confidential Information may be provided by the Receiving Party in the body of any initial pleading and no further notice shall be required; and (c) this Order shall be self-effectuating such that no Receiving Party shall be required to file any motion or other pleading with the Court regarding further permission to file such "key" under seal.

- c. Upon the latest of (a) the date that a final judgment has been entered and satisfied as to all Challenged Bonds Avoidance Actions and (b) the date that the above-captioned PROMESA Title III cases are closed by the Court, the Receiving Parties shall destroy all Confidential Information. Notwithstanding the foregoing, the Receiving Parties shall be permitted to retain, in accordance with its documented practices, professional obligations, applicable law or automatic electronic backup systems, archival copies of any Confidential Information. For the avoidance of doubt, the Receiving Parties shall not be required to destroy or erase any electronic copy of such materials that is created pursuant to its standard electronic backup and archival procedures, if only personnel whose functions are primarily information technology in nature have access to such retained copies (except to the extent used for any purpose outlined

above in this paragraph) and such personnel's access is limited to that reasonably necessary for the performance of their information technology duties. Notwithstanding the destruction of Confidential Information pursuant to this paragraph, the Receiving Parties will continue to be bound by their confidentiality obligations and other obligations under this Order in perpetuity; and

- d. In the event that a Receiving Party receives a request to disclose all or any part of the Confidential Information under the terms of a subpoena or other order issued by a court of competent jurisdiction or by another governmental agency, relevant regulatory authority or by the mandatory rules or requirements of any recognized investment exchange, the Receiving Party shall to the extent permitted by law or the mandatory rules or requirements of any recognized investment exchange (a) promptly notify the Provider of the existence, terms and circumstances surrounding such a request, (b) consult with the Provider on the advisability of taking steps to resist or narrow such request, (c) if disclosure of such Confidential Information is required, furnish only such portion of the Confidential Information as the Receiving Party reasonably determines is legally required to be disclosed and (d) cooperate, at the Provider's expense, with the Provider in its efforts to obtain a protective order or other relief to prevent the disclosure of the Confidential Information or other reliable assurance that confidential treatment will be accorded to such portion of the Confidential Information that is required to be disclosed.
4. The Receiving Party shall maintain Confidential Information in a secure and safe area and shall exercise a standard of due and proper care with respect to the storage, custody, use, and/or dissemination sufficient to safeguard against unauthorized or inadvertent disclosure of Confidential Information. Confidential Information shall not be copied, reproduced, extracted or abstracted, except to the extent that such copying, reproduction, extraction or abstraction is reasonably necessary for the conduct of the Challenged Bonds Avoidance Actions. All such copies, reproductions, extractions, and abstractions shall be subject to the terms of this Order and labeled in the same manner as the designated material on which they are based. If a Receiving Party learns that there has been a material breach of a Provider's Confidential Information due to unauthorized access by a third-party (including unauthorized access by a current or former employee of the Receiving Party) to Confidential Information in the Receiving Party's possession, custody or control, the Receiving Party shall as soon as possible notify the Provider of such breach and shall cooperate, or cause its designated agents to cooperate, with the Provider and the Provider's agents in the investigation and resolution of such breach. Nothing in this provision, however, shall be construed as authorizing or requiring a party to violate any law, court order, or regulatory obligation prohibiting the Receiving Party from notifying the Provider of such breach.

5. Any Provider or Receiving Party may seek additional orders from the Court that such Party believes may be necessary to comply with any law or contractual obligation relating to personal data or non-party financial information.
6. The terms of and conditions of this Order shall be immediately effective and enforceable upon its entry.

Dated: _____, 2019

Honorable Judith Gail Dein
United States Magistrate Judge

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LEGAL NOTICE ENCLOSED. DIRECT TO ATTENTION OF ADDRESSEE OR PRESIDENT/GENERAL COUNSEL.

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80 State Street
Albany NY 12207

